

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

AMERICAN TOWER CORPORATION,)	
)	
Plaintiff)	Civil Action No. 03-12469-JLT
)	
v.)	
)	
FRED A. NUDD CORPORATION,)	
GRANITE STATE INSURANCE)	
COMPANY, and UNDERHILL)	
CONSULTING ENGINEER, P.C.)	
)	
Defendants.)	
)	
v.)	
)	
UNDERHILL CONSULTING)	
ENGINEER, P.C.)	
)	
Third Party Defendant)	

STIPULATION OF DISMISSAL WITH PREJUDICE

All parties in the above-captioned Civil Action, by and through their respective attorneys, hereby stipulate pursuant to Fed. R. Civ. P. 41(a)(1) to the dismissal of the above-captioned action, including all claims, counterclaims and cross-claims, with prejudice, with all rights of appeal waived, and that the parties shall each bear their own costs and fees. Notwithstanding this stipulation, the parties agree that, in the event of a breach of paragraph 1.C of a Settlement Agreement And Mutual Release dated January 2005, (the "Settlement Agreement"), plaintiff American Tower Corporation may file an Assented To Motion For Entry Of Agreement For Final And Separate Judgment, along with the Final And Separate Judgment, both now held in escrow under the terms of the Settlement Agreement.

AMERICAN TOWER CORPORATION

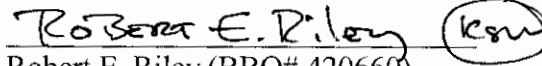
By its attorneys,



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FRED A. NUDD CORPORATION

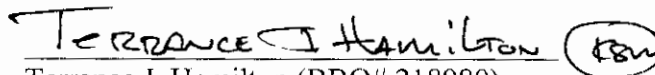
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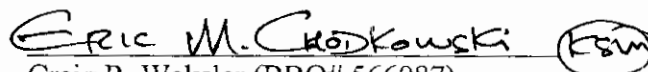
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Date: August 25, 2005